

Company Number 02664347

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

EAF (UK) LIMITED

**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER
OF THE COMPANY**

19 March March 2012 (THE "CIRCULATION DATE")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution

SPECIAL RESOLUTION

THAT

- 1 the issued share capital of the Company be reduced from 1,500,000 ordinary shares of £1 each to £1 comprised of 1 ordinary share of £1 by cancelling and extinguishing 1,499,999 ordinary shares of £1 each in the capital of the Company (as supported by a solvency statement of the directors of the Company, a copy of which is attached to this resolution), and
- 2 the reserve arising as a result of such reduction be treated for the purposes of Part 23 of the Companies Act 2006 as a realised profit

Please read the notes at the end of this document before signing it

The undersigned, being the only person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the resolution set out above

Signed

George Buchanan

Duly authorised for and on behalf of Acal Supply Chain Holdings Limited

Date

19/3/12

NOTES

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Gary Shillinglaw at Acal plc, 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, GU2 7AH,

By Post returning the signed copy by post to Gary Shillinglaw at Acal plc, 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, GU2 7AH,

TUESDAY



LD1 *L152TZBM* #195
20/03/2012
COMPANIES HOUSE

By E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to gary.shillinglaw@acalplc.co.uk

If you do not agree with the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date, sufficient agreement has been received for the resolution to pass, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company before the end of, or during, this period.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

The Companies Act 2006

Solvency Statement under section 643 of the Companies Act ("2006 Act")
made pursuant to section 642 of the 2006 Act on 19 March

2012

To the Registrar of Companies

Company Number: 02664347

Company Name: EAF (UK) Limited (the "Company")


We

- 1 George Allan Buchan of White Lodge, 3 Whitehall Road, Sale, Cheshire M33 3WJ,
- 2 Simon Mark Gibbins of c/o 12 Ashville Way, Wokingham, Berkshire RG41 2PL,
- 3 Robert Bernard Hall of 24 Frame Lane, Doseley, Telford, Salop TF4 3BH, and
- 4 James Mark Hesketh of Mossfield House Old Moss Lane, Stapleford, Tarvin, Cheshire CH3 8HN

being all the directors of the Company as at the date of the Solvency Statement, having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that

- (a) as regards the Company's situation at the date of this Solvency Statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and
- (b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this Solvency Statement

Signed:


George Allan Buchan

Date:

19/3/12


Signed:


Simon Mark Gibbins

Date:

19/3/12


Signed:


Robert Bernard Hall

Date:

19/3/12

Signed:


Mark James Hesketh

Date:

19/3/12